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May 2, 2014

**VIA ELECTRONIC FILING**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

**Re: *In the Matter of Applications of Comcast Corp. and Time Warner Cable Inc.  
for Consent to Transfer Control of Licenses and Authorizations,  
MB Docket No. 14-57***

Dear Ms. Dortch:

On April 30, 2014, Brian L. Roberts, Chairman and CEO of Comcast Corporation (“Comcast”), and I met with Commissioner Clyburn and Adonis Hoffman, Senior Legal Advisor and Chief of Staff to Commissioner Clyburn, at The Cable Show in Los Angeles, California. Mr. Roberts discussed the above-captioned Comcast-Time Warner Cable Inc. (“TWC”) transaction and the recently announced divestiture transactions with Charter Communications (“Charter”),<sup>1</sup> emphasizing the public interest benefits of both transactions. In particular, Mr. Roberts noted that the additional scale and improvements in the geographic rationalization of Comcast’s cable systems made possible by the transactions will drive substantial public interest benefits, such as providing additional advanced services for consumers and much-needed competition in the business services market. Mr. Roberts also explained that the fact that Comcast will increase its customer base by 7 million subscribers will not reduce consumer choice or competition, because the number of video or broadband competitors in each market will remain unchanged following the transactions. We reviewed the proposed corporate structure of the new publicly traded cable provider (“SpinCo”) that, subject to the closing of the Comcast-TWC transaction, will operate systems spun-off by Comcast serving approximately 2.5 million customers, as set forth in more detail in the April 28, 2014 presentation to investors.<sup>2</sup> We

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<sup>1</sup> As explained in the press release previously submitted to the Commission, Comcast and Charter reached an agreement whereby the combined Comcast-TWC entity will divest systems resulting in a net reduction of 3.9 million video customers following the completion of the Comcast-TWC transaction. *See* Letter from Kathryn A. Zachem, Comcast, to Marlene H. Dortch, FCC, MB Docket No. 14-57, at 1 & Attach. 1 (Apr. 30, 2014).

<sup>2</sup> *Id.*, Attach. 3.

explained that Comcast shareholders (including the former TWC shareholders) will own 67 percent of SpinCo, with Charter owning 33 percent.

During the meeting, Mr. Roberts also highlighted Comcast's well-established track record of meeting its commitments and delivering on the promised public interest benefits in multiple transactions, including the NBCUniversal transaction, particularly Comcast's accomplishments with respect to promoting diversity and independent programming, as set out in the Public Interest Statement submitted in the above-captioned proceeding and in Comcast's Annual Report of Compliance with the NBCUniversal Conditions.<sup>3</sup> In response to questions raised by the Commissioner, we acknowledged the need for independent programmers to have easily accessible information on who to contact at Comcast regarding carriage, and we also recognized the continued interest by minority entrepreneurs to invest in cable systems.

Separately, Mr. Roberts, David L. Cohen, Executive Vice President of Comcast, and I met with Commissioner Rosenworcel and Clint Odom, Policy Director to Commissioner Rosenworcel, on May 1, 2014 at The Cable Show, and had a similar discussion, as described above.

Please direct any questions regarding this matter to the undersigned.

Respectfully Submitted,

/s/ Kathryn A. Zachem

Senior Vice President,  
Regulatory and State Legislative Affairs  
Comcast Corporation

cc: Adonis Hoffman  
Clint Odom

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<sup>3</sup> See Application and Public Interest Statement of Comcast Corporation and Time Warner Cable Inc., MB Docket No. 14-57, at 38, 106-20 & Exhibits 9 & 11 (Apr. 8, 2014) (detailing, among other accomplishments, Comcast's best-in-class diversity initiatives and Comcast's launch of five independent networks since the closing of the NBCUniversal transaction); *see generally* Comcast Corp., Third Annual Report of Compliance with Transaction Conditions, MB Docket No. 10-56 (Feb. 28, 2014).